

OSTER Researching Services

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February 22, 2000

RECORDATION NO. 16332-A FILED

FEB 22 '00 10-38 AM

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SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Release of Lien and Security Interest dated 2/14/00 which includes the following parties and railroad equipment:

Secured Party: First Union National Bank
123 South Broad Street, MBO9
Philadelphia, PA 10107

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

The equipment included in this transaction is as follows:

6, SD40 Locomotives - DE 001, 002, 005, 013, 015, 016
3, U30C Locomotives - DE 007, 008, 011
189, Gondolas - DEEX 1001-3075, NI

Please record this document as a secondary agreement to STB Recordation #16332. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

R.S

RELEASE OF LIEN AND SECURITY INTEREST FEB 22 '00

10-38 AM

SURFACE TRANSPORTATION BOARD

The undersigned, FIRST UNION NATIONAL BANK (as successor by merger to The Philadelphia National Bank) ("Secured Party"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the following railroad equipment ("Units"):

1. Six (6) General Motors (Electro-Motive Division), 3000 h.p., SD40 diesel electric locomotives bearing the mark and numbers: DE 001, 002, 005, 013, 015, 016;
2. Three (3) General Electric 3000 h.p., U30C diesel electric locomotives bearing the mark and numbers DE 007, 008, 011;
3. One hundred eighty-nine (189) 125 ton, 5160 cubic foot, aluminum body, steel underframe, high side rotary dump gondola railcars all with the mark DEEX:

Even Numbers (95 railcars - Fixed End Couplers)

1004 - 1012	2040 - 2042
1016 - 1030	2046 - 2066
1034 - 1038	2072 - 2078
1044	3002 - 3020
1048 - 1050	3024 - 3028
1054 - 1074	3032 - 3046
1078 - 1080	3052
2002 - 2006	3056 - 3058
2010 - 2024	3062 - 3068
2028 - 2036	3072 - 3074

Odd Numbers (94 railcars - Rotary End Couplers)

1001 - 1013	1077 - 1079	2065 - 2071
1017	2001 - 2005	2077 - 2083
1021 - 1035	2009 - 2015	3001 - 3009
1039 - 1041	2019	3019 - 3051
1045 - 1051	2023 - 2029	3055 - 3057
1053 - 1061	2035 - 2051	3061 - 3067
1067	2055 - 2061	3073 - 3075
1073		

Such security interest was granted pursuant to the Security Agreement dated as of May 12, 1989, between Helm Financial Corporation and Secured Party which was recorded with the Surface Transportation Board (f.k.a. The Interstate Commerce Commission) ("STB") on May 12, 1989 at 11:45 A.M. under Recordation No. 16332.

Secured Party further terminates, releases and discharges its security interest granted under the Security Agreement in and to the following leases pertaining to the Units:

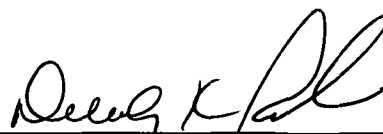
1. Railroad Equipment Lease Agreement dated as of December 26, 1988, as amended, between Helm Financial Corporation and the Detroit Edison Company recorded with the STB on January 9, 1989 at 10:10 A.M. under Recordation No. 16147;

2. Railroad Equipment Lease Agreement dated as of December 26, 1988, as amended, between Helm Financial Corporation and the Detroit Edison Company recorded with the STB on January 9, 1989 at 10:10 A.M. under Recordation No. 16146.

Secured Party further terminates, releases and discharges any interest in the foregoing leases it may have by virtue of the Assignment of Leases recorded with the STB under Recordation Nos. 16146-A and 16147-A filed on May 12, 1989 at 11:45 A.M.

Dated this 14th day of February, 2000

FIRST UNION NATIONAL BANK

By: 

Title: ASST. VICE PRESIDENT

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